

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Exhibit I	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee <div style="text-align: center;">WorldCom, Inc.</div>		T34. Voice Telephone Number <div style="text-align: center;">(601) 360-8600</div>	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number <div style="text-align: center;">(601) 360-8971</div>	
T37. Mailing Street Address or P.O. Box <div style="text-align: center;">515 East Amite Street</div>			
T38. City <div style="text-align: center;">Jackson</div>		T39. State <div style="text-align: center;">Mississippi</div>	T40. Zip Code <div style="text-align: center;">39201-2702</div>

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee <div style="text-align: center;">In-Flight Phone Corporation</div>		T42. Voice Telephone Number <div style="text-align: center;">(202) 659-2044</div>	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number <div style="text-align: center;">(202) 659-1931</div>	
T45. Mailing Street Address or P.O. Box <div style="text-align: center;">1146 19th Street, N.W., Suite 200</div>			
T46. City <div style="text-align: center;">Washington</div>		T47. State <div style="text-align: center;">DC</div>	T48. Zip Code <div style="text-align: center;">20036</div>

ALIEN OWNERSHIP

T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T50. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>

If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T54.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
T55.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T56.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T57.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	()	<u>Yes</u>	<u>No</u>
See Exhibit II				
T58.	Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance?	(Y)	<u>Yes</u>	<u>No</u>

See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
T59. Typed Name of Person Signing Howard A. White	T60. Title Trustee
T61. Signature 	T62. Date 9/30/97

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>			
T63. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation			
T64. Typed Name of Person Signing Scott D. Sullivan		T65. Title Secretary, Chief Financial Officer	
T66. Signature 		T67. Date 9/30/97	
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>			

**Volume III, Section I.I
FCC Form 490
Step II Application**

**EXHIBIT I
(Questions 18, 19, and 27)**

A detailed description of this transaction is contained in Volume I, Section I of this consolidated filing. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

EXHIBIT II
(Question 57)

As reported by British Telecommunications plc and MCI Communications Corporation in FCC General Docket No. 96-245, MCI Communications Corporation is involved in the following litigation:

Graphnet, Inc. v. MCII, Civ. No. 93-2046, USDC New Jersey.

This is an antitrust and rate discrimination suit filed in federal court in Newark, N.J. alleging, among other claims, that MCI International, Inc. ("MCII") is charging predatory rates to its customers for telex traffic terminating to Graphnet customers. This case grew out of a tortious interference suit against MCII in New York state court for the hiring of certain Graphnet employees. In January 1994, MCII filed a motion for judgment on the pleadings, seeking dismissal of the antitrust counts.

In April and May 1994, the U.S. District Court in New Jersey dismissed Graphnet's antitrust conspiracy claim, and stayed Graphnet's attempted monopolization claim -- and its remaining state law claims -- pending an FCC determination of the reasonableness of MCII's customer tariff rates for telex messages. Graphnet has a pending formal complaint with the FCC, which MCII, represented by MCI Regulatory, has answered.

In February 1994, MCII filed a separate action against Graphnet in federal court to recover over \$700,000 in past due charges for voice traffic. MCII was awarded its past due charges on its claim following a trial on the merits.

LICENSEE QUALIFICATION REPORT**INSTRUCTIONS:**

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communication Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office WorldCom, Inc. 515 East Amite Street Jackson, Mississippi 39201	2. (Area Code) Telephone Number (601) 360-8600 3. If this report supersedes a previously filed report, specify its date September 9, 1996
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	5. Under the laws of what State (or other jurisdiction) is the Filer organized? Georgia

6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:

Application for a transfer of control of Domestic and International Fixed Satellite; Submarine Cable; Domestic Public Fixed Radio; 800 MHz Air-Ground Radiotelephone; Direct Broadcast Satellite radio services.

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? <i>If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.</i>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? <i>If "YES", attach as Exhibit II a statement relating the facts.</i>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? <i>If "YES", attach as Exhibit III a statement relating the facts.</i>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? <i>If "YES", attach as Exhibit IV a statement relating the facts.</i>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? <i>If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.</i> See Exhibit V	

If the Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:

9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners: N/A	(b) Is Individual or each member of a partnership a citizen of the United States? N/A <input type="checkbox"/> YES <input type="checkbox"/> NO (c) Is Individual or any member of a partnership a representative of an alien or of a foreign government? N/A <input type="checkbox"/> YES <input type="checkbox"/> NO
--	--

If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII

(c) Is the Filer directly or indirectly controlled by any other corporation?

☐ YES ☒ NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

(d) Is any officer or director of the Filer an alien?

☐ YES ☒ NO

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

☐ YES ☒ NO

(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

☐ YES ☒ NO

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Filer (must correspond with that shown in Item 1)

Typed or Printed Name

WorldCom, Inc.

Scott D. Sullivan

Signature

Title
Secretary, CFO

Date 9/30/97

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communication Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control number.

Volume III, Section I.J
FCC Form 430
Step II Applications

EXHIBIT V
(Item 8)

This Form 430 is being filed with this consolidated filing for the transfer of control to the Filer of the radio station authorizations held by MCI Communications Corporation and its subsidiaries. MCI's authorizations are listed in the exhibits to the individual transfer applications set forth in Volume III of this consolidated filing.

The Filer, either directly or indirectly through certain of its subsidiaries, holds FCC radio licenses.

Volume III, Section I.J
FCC Form 430
Step II Applications

EXHIBIT VI
(Item 10(a))

The Filer is a publicly traded Georgia corporation of which no shareholder currently owns more than 10 percent of the voting stock. The Filer's principal business address is 515 East Amite Street, Jackson Mississippi, 39201.

EXHIBIT VII
(Item 10(b))

Listed below are the names, addresses, and the positions held by the executive officers and directors of WorldCom, Inc. Each of the individuals listed below is a United States citizen.

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
Carl J. Aycock	Master Corporation 123 South Railroad Avenue Brookhaven, MA 39601	Director
Max E. Bobbitt	Metromedia Asia Services, Inc. 110 E. 42nd Street, Ste. 1501 New York, NY 10017	Director
Bernard J. Ebbers	515 East Amite Street Jackson, MS 39201-2702	Director, President, CEO
Francesco Galesi	The Galesi Group 435 East 52nd Street New York, NY 10022	Director
Richard R. Jaros	Kiewit Diversified Group, Inc. 3555 Farnam Street Omaha, NE 68131	Director
Stiles A. Kellett, Jr.	Kellett Investment Corp. 200 Galleria Pkwy, Ste. 1800 Atlanta, GA 30339	Director
David C. McCourt	C-TEC Corporation 105 Carnegie Center Princeton, NJ 08540	Director
John A. Porter	Hidden Bridge Farm 1809 Chancellor Point Road Trappe, MD 21673	Director

Volume III, Section I.J
FCC Form 430
Step II Applications

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
John W. Sidgmore	UUNET Technologies, Inc. 3060 Williams Drive Fairfax, VA 22031	Director, Vice Chairman of the Board, COO
Scott D. Sullivan	515 East Amite Street Jackson, MS 39201-2702	Director, Secretary, CFO
Lawrence C. Tucker	Brown Brothers Harriman & Co. 59 Wall Street New York, NY 10005	Director

The principal business address for WorldCom, Inc. is: 515 East Amite Street, Jackson, Mississippi 39201-2702. WorldCom is a non-dominant telecommunications company that provides a full array of domestic and international long distance voice and data communications services to business and residential customers. No shareholder holds 10% or more of WorldCom's shares.

**Volume III, Section I.K
Ownership Information
Step II Applications**

OWNERSHIP INFORMATION FOR MCI AND WORLDCOM

This Section contains information concerning the executive officers, directors and ten percent or greater shareholders of WorldCom, Inc., TC Investments Corp., MCI Communications Corporation, and those MCI subsidiaries which hold FCC licenses and their direct and indirect parent compan(ies).

CORPORATION

EXHIBIT NUMBER

Officers, Directors, 10% or greater Shareholders

WorldCom, Inc.	I
TC Investments Corp.	II
MCI Communications Corporation	III
MCI Telecommunications Corporation	IV
MCI International, Inc.	V
MCI Transcon Corporation	VI
MCI/OTI Corporation	VII
Overseas Telecommunications, Inc.	VIII
Western Union International, Inc.	IX
In-Flight Holdings, Inc.	X
In-Flight Phone Corporation	XI

**Volume III, Section I.K
Ownership Information
Step II Applications**

EXHIBIT I

WORLDCOM, INC.

Listed below are the names, addresses, and the positions held by the executive officers and directors of WorldCom, Inc. Each of the individuals listed below is a United States citizen.

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
Carl J. Aycock	Master Corporation 123 South Railroad Avenue Brookhaven, MA 39601	Director
Max E. Bobbitt	Metromedia Asia Services, Inc. 110 E. 42nd Street, Ste. 1501 New York, NY 10017	Director
Bernard J. Ebbers	515 East Amite Street Jackson, MS 39201-2702	Director, President, CEO
Francesco Galesi	The Galesi Group 435 East 52nd Street New York, NY 10022	Director
Richard R. Jaros	Kiewit Diversified Group, Inc. 3555 Farnam Street Omaha, NE 68131	Director
Stiles A. Kellett, Jr.	Kellett Investment Corp. 200 Galleria Pkwy, Ste. 1800 Atlanta, GA 30339	Director
David C. McCourt	C-TEC Corporation 105 Carnegie Center Princeton, NJ 08540	Director
John A. Porter	Hidden Bridge Farm 1809 Chancellor Point Road Trappe, MD 21673	Director

**Volume III, Section I.K
Ownership Information
Step II Applications**

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
John W. Sidgmore	UUNET Technologies, Inc. 3060 Williams Drive Fairfax, VA 22031	Director, Vice Chairman of the Board, COO
Scott D. Sullivan	515 East Amite Street Jackson, MS 39201-2702	Director, Secretary, CFO
Lawrence C. Tucker	Brown Brothers Harriman & Co. 59 Wall Street New York, NY 10005	Director

The principal business address for WorldCom, Inc. is: 515 East Amite Street, Jackson, Mississippi 39201-2702. WorldCom is a non-dominant telecommunications company that provides a full array of domestic and international long distance voice and data communications services to business and residential customers. No shareholder holds 10% or more of WorldCom's shares.

**Volume III, Section I.K
Ownership Information
Step II Applications**

EXHIBIT II

TC INVESTMENTS CORP.

Listed below are the names, addresses, and the positions held by the executive officers and directors of TC Investments Corp. ("TCIC"). Each of the individuals listed below is a United States citizen.

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
William Anderson	515 East Amite Street Jackson, MS 39201-2702	Assistant Secretary
Charles T. Cannada	515 East Amite Street Jackson, MS 39201-2702	Director, Assistant Secretary
Bernard J. Ebbers	515 East Amite Street Jackson, MS 39201-2702	Director, President, CEO
Scott D. Sullivan	515 East Amite Street Jackson, MS 39201-2702	Treasurer, Secretary, CFO

The principal business address for TC Investments Corp. is: 515 East Amite Street, Jackson, Mississippi 39201-2702. TCIC, a Delaware corporation, is a direct wholly owned subsidiary of WorldCom, Inc. TCIC is an acquisition subsidiary of WorldCom formed specifically for the consummation of the transaction described in Volume I, Section I of this consolidated filing to merge into MCI, with MCI as the surviving corporation. Accordingly, upon consummation of this transaction, the entity TCIC will cease to exist.

Volume III, Section I.K
Ownership Information
Step II Applications

EXHIBIT III

MCI COMMUNICATIONS CORPORATION

NAME	POSITION	CITIZENSHIP
Bert C. Roberts, Jr.	Chairman, Board of Directors	US
Clifford L. Alexander, Jr.	Director	US
Judith Areen	Director	US
Michael H. Bader	Director	US
Sir Peter L. Bonfield	Director	UK
Richard M. Jones	Director	US
Gordon S. Macklin	Director	US
Sir Colin Marshall	Director	UK
K. Rupert Murdoch	Director	US
Keith Oates	Director	UK
Richard B. Sayford	Director	US
Gerald H. Taylor	Director; Chief Executive Officer	US
Judith Whittaker	Director	US
John R. Worthington	Director	US
Timothy F. Price	President and Chief Operating Officer, MCI Communications Corporation	US
Douglas L. Maine	Executive Vice President; Chief Financial Officer	US
Michael J. Rowny	Executive Vice President	US
Michael H. Salsbury	Executive Vice President; General Counsel	US
Seth D. Blumenfeld	President, MCI International, Inc.	US
John W. Gerdelman	Executive Vice President	US
Scott B. Ross	President and Chief Operating Officer, MCI Systemhouse Corp.	US
C. Bolton-Smith, Jr.	Secretary	US

Volume III, Section I.K
Ownership Information
Step II Applications

David M. Case	Vice President and Controller	US
---------------	-------------------------------	----

Except as otherwise noted, the address for the executive officers and directors of MCIC is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

The address for Sir Peter L. Bonfield, Sir Colin Marshall and Keith Oates is: British Telecommunications plc, BT Centre, 81 Newgate Street, London EC1A 7AJ, England

MCIC's sole ten percent or greater shareholder is British Telecommunications plc, which currently holds approximately 20% of MCIC's stock. The principal business of BT is the provision of telecommunications services in the UK and between the UK and other countries, including the US. BT is not controlled by any other corporation.

Volume III, Section I.K
Ownership Information
Step II Applications

EXHIBIT IV

MCI TELECOMMUNICATIONS CORPORATION

NAME	POSITION	CITIZENSHIP
Bert C. Roberts, Jr.	Chairman, Director	US
Gerald H. Taylor	Vice Chairman	US
Timothy F. Price	President	US
Angela O. Dunlap	Executive Vice President	US
John Gerdelman	Executive Vice President	US
Douglas L. Maine	Executive Vice President, Chief Financial Officer	US
Michael J. Rowny	Executive Vice President	US
Michael H. Salsbury	Executive Vice President, Secretary & General Counsel; Director	US
Cynthia K. Andreotti	Senior Vice President	US
Lance Boxer	Senior Vice President	US
Brian A. Brewer	Senior Vice President	US
Fred M. Briggs	Senior Vice President	US
Vinton G. Cerf	Senior Vice President	US
Vincent C. Corica	Senior Vice President	US
Nate Davis	Senior Vice President	US
Jerry A. DeMartino	Senior Vice President	US
John G. Donoghue	Senior Vice President	US
Nancy Gofus	Senior Vice President	US
Laurence E. Harris	Senior Vice President	US
Robert B. Hartnett	Senior Vice President	US
Wayne E. Huyard	Senior Vice President	US
Gerald J. Kovach	Senior Vice President	US
Omar T. Leeman	Senior Vice President	US
James L. Lewis	Senior Vice President	US
Donald T. Lynch	Senior Vice President	US
Susan Mayer	Senior Vice President	US
Sherry Morehouse	Senior Vice President	US
John J. Sperco	Senior Vice President	US
James C. Wilkes	Senior Vice President	US
William D. Wooten	Senior Vice President	US

The address of the officers and directors is: MCI Communications Corporation,

Volume III, Section I.K
Ownership Information
Step II Applications

MCI Telecommunications Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC.

Volume III, Section I.K
Ownership Information
Step II Applications

EXHIBIT V

MCI INTERNATIONAL, INC.

NAME	POSITION	CITIZENSHIP
Seth D. Blumenfeld	Chairman; President	US
Sergio Wernikoff	Senior Vice President	US
Anthony Ciriaco	Vice President	US
Lawrence M. Codacovi	Vice President	US
Leonard J. Disanza	Vice President	US
Nicholas A. Marano	Vice President	US
Bruce A. Willey	Vice President	US
Michael H. Salsbury	Secretary & General Counsel; Director	US
C. Bolton-Smith, Jr.	Assistant Secretary	US
Timothy D. Casey	Assistant Secretary	US
Edward G. Freitag	Assistant Secretary	US
Charles W. Rau	Assistant Secretary	US
Bert C. Roberts, Jr.	Director	US

The address of the officers and directors is: MCI Communications Corporation, 1801
Pennsylvania Avenue, N.W., Washington, D.C. 20006.

MCI International, Inc. is a wholly-owned subsidiary of MCI Communications
Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC.

Volume III, Section I.K
Ownership Information
Step II Applications

EXHIBIT VI

MCI TRANSCON CORPORATION

NAME	POSITION	CITIZENSHIP
Bert C. Roberts, Jr.	Chairman	US
Gerald H. Taylor	President; Director	US
Maurice Lurkin	Vice President	US
Charles W. Rau	Vice President	US
Michael H. Salsbury	Vice President, Secretary and General Counsel; Director	US
Jonelle St. John	Treasurer	US
C. Bolton-Smith, Jr.	Assistant Secretary	US
Edward G. Freitag	Assistant Secretary	US
Thomas F. Quinn	Assistant Treasurer	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

MCI Transcon Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC.

**Volume III, Section I.K
Ownership Information
Step II Applications**

EXHIBIT VII

MCI/OTI CORPORATION

NAME	POSITION	CITIZENSHIP
Bert C. Roberts, Jr.	Chairman	US
Gerald H. Taylor	President; Director	US
Douglas L. Maine	Senior Vice President and Chief Financial Officer	US
Charles W. Rau	Vice President	US
Michael H. Salsbury	Vice President, General Counsel and Secretary; Director	US
Jonelle St. John	Vice President and Treasurer	US
C. Bolton-Smith, Jr.	Assistant Secretary	US
Edward G. Freitag	Assistant Secretary	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

MCI/OTI Corporation is a wholly-owned subsidiary of MCI Telecommunications Corporation. MCI Telecommunications Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC.

**Volume III, Section I.K
Ownership Information
Step II Applications**

EXHIBIT VIII

OVERSEAS TELECOMMUNICATIONS, INC.

NAME	POSITION	CITIZENSHIP
Bert C. Roberts, Jr.	Chairman	US
Gerald H. Taylor	President; Director	US
Douglas L. Maine	Senior Vice President and Chief Financial Officer	US
Michael Salsbury	Senior Vice President, General Counsel and Secretary; Director	US
Charles W. Rau	Vice President	US
Wayne Rehberger	Vice President	US
Jonelle St. John	Vice President and Treasurer	US
Edward G. Freitag	Assistant Secretary	US
C. Bolton-Smith, Jr.	Assistant Secretary	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

Overseas Telecommunications, Inc. is a wholly-owned subsidiary of MCI/OTI Corporation. MCI/OTI Corporation is a wholly-owned subsidiary of MCI Telecommunications Corporation. MCI Telecommunications Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC.

Volume III, Section I.K
Ownership Information
Step II Applications

EXHIBIT IX

WESTERN UNION INTERNATIONAL, INC.

NAME	POSITION	CITIZENSHIP
Seth D. Blumenfeld	Chairman; President; Director	US
Anthony Ciriaco	Vice President	US
Lawrence M. Codacovi	Vice President; Director	US
Michael H. Salsbury	Secretary and General Counsel	US
C. Bolton-Smith, Jr.	Assistant Secretary	US
Edward G. Freitag	Assistant Secretary	US
Charles W. Rau	Assistant Secretary	US
Frank R. Conrad	Controller	US

The address of the officers and directors is: MCI Communications Corporation, 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

Western Union International, Inc. is a wholly-owned subsidiary of MCI International, Inc. MCI International, Inc. is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"). British Telecommunications plc holds a 20 percent share in MCIC.

Volume III, Section I.K
Ownership Information
Step II Applications

EXHIBIT X

IN-FLIGHT HOLDINGS, INC.

NAME	POSITION	CITIZENSHIP
Phil Bakes	President; Director	US
Michael K. Nissenbaum	Secretary	US
Michael J. Rowny	Director	US
Fred M. Briggs	Director	US
Talat M Othman	Director	US

The address of the officers and directors is: In-Flight Holdings, Inc., 1146 19th Street, N.W., Suite 200, Washington, D.C. 20006.

In-Flight Phone Holdings, Inc. ("IFP") is controlled by MCI Telecommunications Corporation ("MCIT"). MCIT is a wholly-owned subsidiary of MCI Communications Corporation ("MCI"). British Telecommunications plc holds a 20 percent share in MCI.

Volume III, Section I.K
Ownership Information
Step II Applications

EXHIBIT XI

IN-FLIGHT PHONE CORPORATION

NAME	POSITION	CITIZENSHIP
Phil Bakes	Chairman, Board of Directors; President; Chief Executive Officer	US
Neal F. Meehan	Executive Vice President	US
George E. Sutton, Jr.	Executive Vice President	US
Michael K. Nissenbaum	Chief Financial Officer; Secretary and Treasurer	US
Anand B. Malani	Vice President	US
Ted Semon	Vice President	US
Edward J. Paquette	Vice President	US
William J. Gordon	Vice President	US
Robert L. Harris	Vice President	US
Michael J. Rowny	Director	US
Fred M. Briggs	Director	US
Talat M. Othman	Director	US
Michael B. Rohlf	Director	US

The address of the officers and directors is: In-Flight Phone Corporation, 1146 19th Street, N.W., Suite 200, Washington, D.C. 20036.

The parent of In-Flight Phone Corporation is In-Flight Holdings, Inc. In-Flight Holdings, Inc. is controlled by MCI Telecommunications Corporation. MCI Telecommunications Corporation is a wholly-owned subsidiary of MCI Communications Corporation ("MCI"). British Telecommunications plc holds a 20 percent share in MCI.